

Southern Pacific Transportation Company

THORNUND A. MILLER
GENERAL COMMERCE COUNSEL

JOHN J. CORRIGAN
GENERAL SOLICITOR

ARNOLD I. WEBER
JOHN MACDONALD SMITH
JAMES J. TRABUCCO
SENIOR GENERAL ATTORNEYS

WALDRON A. GREGORY
W. HARNEY WILSON
ROBERT W. TAGGART
LARRY W. TELFORD
ROBERT S. BOGASON
DOUGLAS E. STEPHENSON
RICHARD S. KOFF
GENERAL ATTORNEYS

Southern Pacific Building • One Market Plaza
San Francisco, California 94105
(415) 362-1212

HAROLD S. LENTZ
MICHAEL A. SMITH
LOUIS P. WARCHOT
ASSISTANT GENERAL ATTORNEYS

JAMES M. TOBIN
WILLIAM F. ADAMS
RICHARD D. SILVESTER
DAVID W. LONG
GARY O. ALEXANDER
MADELINE E. SLOANE
JAMES G. FROUG
GARY A. LAAKSO
KAREN ACKERMAN
CAROL A. HARRIS
JOSEPH W. DIEHL, JR.
JOSE E. GUZMAN, JR.
CRAIG J. WHITNEY
ATTORNEYS

RECORDATION NO. 10631-A

Filed 1425 HERBERT A. WATERMAN
VICE PRESIDENT AND GENERAL COUNSEL

AUG 20 1979 -3 30 PM

INTERSTATE COMMERCE COMMISSION

August 20, 1979

9-2121087

Ms. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
12th Street & Constitution Avenue
Washington, D.C. 20423

AUG 20 1979

Date

Fee \$ 10.00

ICC Washington, D. C.

RE: I.C.C. Finance Docket No. 29063 ---
Southern Pacific Transportation Company
Equipment Trust, Series 75 --- Recording
Pursuant to Section 11303

Dear Ms. Mergenovich:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and three fully executed counterparts of First Supplement dated as of August 15, 1979, to Equipment Trust Agreement dated as of July 1, 1979, creating Southern Pacific Transportation Company Equipment Trust, Series 75, together with my personal check in the sum of \$10.00 in payment of the recording fee. This First Supplement deletes certain railroad equipment previously subjected to the above-entitled Equipment Trust, and changes car numbers of certain equipment, all as set forth in the Supplement.

The following document has been recorded with the Commission under Section 11303 in this matter:

Equipment Trust Agreement dated as of July 1, 1979, creating Southern Pacific Transportation Company Equipment Trust, Series 75, recorded July 16, 1979, at 3:25 PM, and was assigned Recordation No. 10631.

In connection with the recording of the First Supplement to Equipment Trust dated as of July 1, 1979, the following information is set forth in accordance with the provisions of Section 57.4 of the Commission's Order of July 28, 1952, as amended:

Ms. Agatha L. Mergenovich
August 20, 1979
Page Two

Name and Address of Trustee-Lessor:

The First Pennsylvania Bank, N.A.
Fifteenth and Chestnut Streets
Philadelphia, Pennsylvania 19101

Name and Address of Lessee-Guarantor:

Southern Pacific Transportation Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

General Description of Equipment Covered
By First Supplement:

- 100 70-ton, 52-ft. 8-in. box cars; PACCAR, Inc.,
(Pacific Car and Foundry Company Division),
builder; lettered SP and formerly numbered
247215 to 247314, now numbered 247115 to
247214, both inclusive.
- 301 70-ton, 52-ft. 8-in. box cars; ACF Industries,
builder; lettered SP and formerly numbered
247315 to 247615, now numbered 247215 to
247515, both inclusive.
- 380 70-ton, 52-ft. 8-in. box cars; Pullman-
Standard, builder; lettered SP and formerly
numbered 248335 to 248714, now numbered 248235
to 248614, both inclusive.
- 22 70-ton, 52-ft. 8-in. box cars; ACF Industries,
Incorporated, builder; lettered SP and numbered
247616 to 247637, both inclusive.

When the recording of the First Supplement to Equipment Trust Agreement has been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof which are presented to you by our representative therewith, and return two of the same to her.

Very truly yours,



Enclosures

SOUTHERN PACIFIC TRANSPORTATION COMPANY
EQUIPMENT TRUST

RECORDATION NO. 10631-A Filed 1425

AUG 20 1979 - 3 30 PM

INTERSTATE COMMERCE COMMISSION

Series 75

FIRST SUPPLEMENT TO EQUIPMENT TRUST AGREEMENT

Dated as of August 15, 1979

First Pennsylvania Bank N.A.

to

Southern Pacific Transportation Company

FIRST SUPPLEMENT TO EQUIPMENT TRUST AGREEMENT, dated as of the fifteenth day of August, 1979, between First Pennsylvania Bank N.A., a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, Trustee, as hereinafter mentioned (hereinafter called the "Trustee"), party of the first part, and Southern Pacific Transportation Company, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company"), party of the second part:

WHEREAS, by a certain Equipment Trust Agreement bearing date as of July 1, 1979, by and between First Pennsylvania Bank, N.A., a Pennsylvania corporation, as Trustee, and the Company (hereinafter called the "Agreement"), there was constituted the "Southern Pacific Transportation Company Equipment Trust, Series 75", under which railroad equipment was to be leased to the Company;

WHEREAS, the said Agreement provides that in the event that it may be deemed necessary or desirable to procure for the transportation services of the Company, and to include in the said Equipment Trust other railroad equipment in lieu of any of the said railroad equipment specifically described in Schedule A of the Agreement, the Company may cause such other railroad equipment to be transferred to the Trustee and to be substituted under the trust, provided that the aggregate final cost of the railroad equipment subject to said Equipment Trust shall not be less than 125% of the aggregate principal amount of trust certificates issued thereunder;

WHEREAS, the Agreement was recorded with the Interstate Commerce Commission in accordance with former Section 20c of the Interstate Commerce Act (now 49 U.S.C. Section 11303) on July 16, 1979, and was assigned recordation number 10631;

WHEREAS, the current estimated total cost of the railroad equipment described in Schedule A of the Agreement exceeds the estimated total cost originally stated in said Schedule A; and

WHEREAS, the parties hereto now desire to supplement and amend the Agreement to exclude from the said Equipment Trust certain railroad equipment, and to change the road numbers assigned to certain railroad equipment, all as described herein and subject to the terms and conditions herein-after set forth:

WITNESSETH:

That, in consideration of the foregoing and of the mutual promises of the parties hereto, the parties hereto agree as follows:

1. The Agreement is hereby amended to exclude therefrom and there is hereby excluded from said Southern Pacific Transportation Company Equipment Trust, Series 75, the following units of railroad equipment described therein:

<u>Number of Units</u>	<u>Description</u>
22	70-ton, 52-ft. 8-in. box cars with double free rolling doors and cushion underframes; ACF Industries, Incorporated, builder; lettered SP and numbered 247616 to 247637, both inclusive.

2. The road numbers of the following described railroad equipment are hereby changed, as follows:

<u>Number of Units</u>	<u>Description</u>	<u>Original Road Numbers</u>	<u>New Road Numbers</u>
100	70-ton, 52-ft. 8-in. box cars with double free rolling doors and cushion underframes; PACCAR Inc., (Pacific Car and Foundry Company Division), builder.	SP 247215 to SP 247314, both inclusive.	SP 247115 to SP 247214, both inclusive.
301	70-ton, 52-ft. 8-in. box cars with double free rolling doors and cushion underframes; ACF Industries, builder.	SP 247315 to SP 247615, both inclusive.	SP 247215 to SP 247515, both inclusive.
380	70-ton, 52-ft. 8-in. box cars with double free rolling doors and cushion underframes; Pullman Standard, builder.	SP 248335 to SP 248714, both inclusive.	SP 248235 to SP 248614, both inclusive.

3. Schedule A to the Agreement is hereby amended to read as follows:

<u>Number of Units</u>	<u>Description</u>	<u>Estimated Cost</u>
100	70-ton, 52-ft. 8-in. box cars with double free rolling doors and cushion underframes; PACCAR Inc., (Pacific Car and Foundry Company Division), builder; lettered SP and numbered 247115 to 247214, both inclusive.	\$ 3,850,000
301	70-ton, 52-ft. 8-in. box cars with double free rolling doors and cushion underframes; ACF Industries, builder; lettered SP and numbered 247215 to 247515, both inclusive.	11,588,500

<u>Number of Units</u>	<u>Description</u>	<u>Estimated Cost</u>
380	70-ton, 52-ft. 8-in. box cars with double free rolling doors and cushion underframes; Pullman Standard, builder; lettered SP and numbered 248235 to 248614, both inclusive.	\$14,630,000
ESTIMATED TOTAL COST		\$30,068,500

4. The Trustee does hereby let and lease to the Company for the term of fifteen (15) years from and after July 1, 1979, as the railroad equipment of Southern Pacific Transportation Company Equipment Trust, Series 75, and subject to all terms and conditions of the Agreement, the said railroad equipment described in paragraph 3 hereinabove.

5. The company promptly will cause this First Supplement to the Agreement to be filed and recorded with the Interstate Commerce Commission in accordance with 49 U.S.C. Section 11303.

6. Except as amended hereby, the Agreement shall remain unaltered and in full force and effect.

7. This First Supplement to Agreement shall be simultaneously executed in several counterparts, each of which, so executed, shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Agreement, and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed, duly attest-

ed, as of the day and year first above written.

FIRST PENNSYLVANIA BANK N.A.,
Trustee

ATTEST:

Pauline J. ...
Assistant Secretary

By

J. P. Roman

SOUTHERN PACIFIC TRANSPORTATION
COMPANY

By

J. E. Smith
Assistant Treasurer

ATTEST:

J. F. O'Connell
Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA)
) ss.
CITY AND COUNTY OF PHILADELPHIA)

On this *17th* day of August, 1979 before me personally appeared *D. P. Dorman* to me personally known, who, being to me duly sworn, says that he is *Asst. Vice President* of First Pennsylvania Bank N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Edith E. Bosworth
Notary Public

EDITH E. BOSWORTH, NOTARY PUBLIC
Philadelphia, Philadelphia County, Pa.
My Commission Expires Oct. 23, 1982

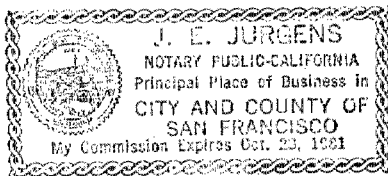
I am not an officer or director
of the above corporation.


STATE OF CALIFORNIA

CITY AND COUNTY OF SAN FRANCISCO)

) ss.

On this 16th day of August, 1979, before me personally appeared D. E. ENRIGHT, to me personally known, who, being by me duly sworn, says that he is Assistant Treasurer of Southern Pacific Transportation Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.




Notary Public